



The Atchison, Topeka and Santa Fe Railway Company

A Santa Fe Industries Company

80 East Jackson Boulevard, Chicago, Illinois 60604, Telephone 312/427-4900

9-073A060

March 13, 1979

Mr. H. G. Homme, Jr.

Secretary

Interstate Commerce Commission

Washington, D. C. 10423

RECORDATION NO. 6453

Filed 1425

Date MAR 14 1979

Fee \$ 10.00

MAR 14 1979 - 2 50 PM

INTERSTATE COMMERCE COMMISSION

JCC Washington, D. C.

Re: Supplement No. 5, dated as of March 1, 1979
to Equipment Trust Agreement dated
January 1, 1972

Dear Mr. Homme:

Enclosed herewith for filing with the Commission pursuant to §11303 of Title 49 of the United States Code (formerly Section 20c of the Interstate Commerce Act), are two counterparts of Supplement No. 5, dated as of March 1, 1979 between The Atchison, Topeka and Santa Fe Railway Company ("Santa Fe") and Harris Trust and Savings Bank, as Trustee (the "Trustee").

The Supplement has the effect of amending the Equipment Trust Agreement (the "Trust Agreement"), dated as of January 1, 1972, between Santa Fe and the Trustee, creating The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series E. The Trust Agreement was filed and recorded with the Commission on January 5, 1972, and assigned Recordation No. 6453. A previous supplement was filed and recorded on March 20, 1977, and assigned Recordation No. 6453-D.

In accordance with the Supplement, certain items of railroad equipment have been added to the list of equipment included in the Equipment Trust, as follows:

- 5 100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder;
Nos. 165745 to 165749, both inclusive

This added equipment will be acquired by the Trustee, will be subjected to all the terms of the Trust Agreement and will be leased to Santa Fe for the remaining balance of the 15 year term set forth in the Trust Agreement.

Handwritten signatures and initials:
- A large, stylized signature, possibly "Harris", written vertically on the left margin.
- Below it, another signature, possibly "W. J. ...", also written vertically.
- At the bottom, a signature that appears to be "C. ...", written vertically.

Mr. H. G. Homme, Jr.
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For the convenience of the parties, I have also enclosed five additional counterparts of the Supplement, which I would like to have returned bearing the recordation information.

For the Commission's records, the names and addresses of the parties to the Supplement are as follows:

Lessee:

The Atchison, Topeka and Santa Fe Railway Company
80 East Jackson Boulevard
Chicago, Illinois 60604

Trustee:

Harris Trust and Savings Bank
111 West Monroe Street
Chicago, Illinois 60690

Vendor:

PACCAR, Inc.
1400 North 4th Street
Renton, Washington 98055

A check in the amount of \$10.00 is also enclosed in payment of the required recordation fee.

Very truly yours,



Gus Svolos
General Counsel

MO/LBM/ljg
Enclosures

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EQUIPMENT TRUST, SERIES E

INTERSTATE COMMERCE COMMISSION

SUPPLEMENT NO. 5, dated as of March 1, 1979, to Equipment Trust Agreement, dated as of January 1, 1972, (the "Agreement") between The Atchison, Topeka and Santa Fe Railway Company (the "Company"), a Delaware corporation, and Harris Trust and Savings Bank (the "Trustee"), an Illinois corporation, whereby The Atchison, Topeka and Santa Fe Railway Company Equipment Trust, Series E, is created.

WHEREAS, in accordance with Section 4.7 of the Agreement, the Company has from time to time deposited various amounts of cash (the "Replacement Funds") with the Trustee, said amounts representing the Fair Value (as such term is defined in the Agreement) of the railroad equipment included in said Equipment Trust (the "Trust Equipment") which had become worn out, unsuitable for use, lost or destroyed;

WHEREAS, Section 4.9 of the Agreement provides that the Trustee shall hold the Replacement Funds pending the delivery of additional railroad equipment (the "Additional Equipment") to be included in said Equipment Trust; and

WHEREAS, the Company desires to utilize funds remaining in the Deposited Cash account of said Equipment Trust, if any, in acquiring the Additional Equipment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the parties hereto agree as follows:

1. In accordance with Section 3.4 of the Agreement, the Company shall cause the following items of new standard gauge railroad equipment (the "Additional Equipment") to be transferred to the Trustee, and hereby assigns to the Trustee all its right, title and interest in the contracts for the construction of the Additional Equipment:

<u>Quantity</u>	<u>Type</u>	<u>Estimated Cost</u>	
		<u>Per Unit</u>	<u>Total</u>
5	100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder; Nos. 165745 to 165749, both inclusive	\$ 38,400	\$192,000

2. In accordance with Sections 4.1 and 4.2 of the Agreement, the Additional Equipment is hereby included as part of the Trust Equipment, subject to all the terms and conditions of the Agreement in all respects, and the Additional Equipment is

hereby leased by the Trustee to the Company.

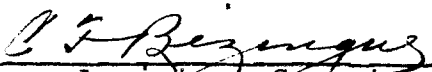
3. The Agreement is hereby amended by substituting a new Schedule A, revised in accordance with this Supplement, for the present Schedule A. A copy of the revised Schedule A is attached hereto as Exhibit 1.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Supplement to be executed by their respective duly authorized officers and have affixed their duly attested corporate seals, as of the date above written.

THE ATCHISON, TOPEKA AND SANTA
FE RAILWAY COMPANY

By 
Vice President-Finance

ATTEST:


Assistant Secretary

(CORPORATE SEAL)

HARRIS TRUST AND SAVINGS BANK
as Trustee

By 
Vice President


ATTEST:


ASSISTANT SECRETARY

(CORPORATE SEAL)

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 12th day of March before me personally appeared R. W. HARPER, to me personally known, who, being by me duly sworn, says that he is Vice President-Finance of The Atchison, Topeka and Santa Fe Railway Company, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

(Notarial Seal)

My Commission Expires ~~FEBRUARY~~ 2, 1981

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 13th day of March before me personally appeared J. L. SPRENG, to me personally known, who, being by me duly sworn, says that he is Vice President of Harris Trust and Savings Bank, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.


Notary Public

(Notarial Seal)

My Commission Expires NOVEMBER 29, 1980

Revised in accordance with
Supplement No. 5, dated as of March 1, 1979

SCHEDULE A

<u>Quantity</u>	<u>Type</u>
35	3600 H.P., Model SD 45-2 diesel electric locomotives, General Motors Corporation (Electro-Motive Division), builder; Nos. 5627-5661, both inclusive
15	3600 H.P., Model U-36-C diesel electric locomotives, General Electric Company, builder; Nos. 8700-8714, both inclusive
25	100-ton covered hopper cars with roller bearing trucks, General American Transportation Corporation, builder; Nos. 310530-310554, both inclusive
100	100-ton air conditioned covered hopper cars with roller bearing trucks, ACF Industries, Incorporated, builder; Nos. 101400-101499, both inclusive
100	50' 100-ton hi-cube box cars with roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder; Nos. 46000-46099, both inclusive
200	50' 6" 70-ton non-insulated box cars with roller bearing trucks, ACF Industries, Incorporated, builder; Nos. 151500-151699, both inclusive
100	50' 6" 100-ton non-insulated box cars with double plug doors, roller bearing trucks and shock control underframe, ACF Industries, Incorporated, builder; Nos. 151700-151799, both inclusive
200	100-ton open top triple cross hopper cars with roller bearing trucks, Greenville Steel Car Company, builder; Nos. 81750-81949, both inclusive
7	Enclosed Tri-Level Racks, Whitehead & Kales Company, builder, installed upon 89' 4" 70-ton low deck flat cars, Pullman Incorporated (Pullman-Standard Division), builder; Nos. 700160-700166, both inclusive
7	50-ton cabooses with roller bearing trucks, International Car Company, builder; Nos. 999743 to 999749, both inclusive
5	100-ton Woodchip Gondola Cars (Class Ga-202), PACCAR, Inc., builder; Nos. 165745 to 165749, both inclusive